



November 10, 2011

Surface Transportation Board
395 E Street, SW, Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

RECORDATION NO. 29996 FILED

NOV 18 '11 -4 00 PM

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease

To Whom It May Concern

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) original and two (2) copies of a Memorandum of Lease Agreement dated July 1, 2011, a primary document as defined in the Board's Rules for Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are

Lessor	Lessee
Progress Rail Leasing Corporation 1600 Progress Drive Albertville, Alabama 35950	Orlando Utilities Commission 100 West Anderson Street Orlando, Florida 32802

A description of the railroad equipment covered by the enclosed document is 110 263,000 Gross Rail Load Aluminum Rapid Discharge Coal Hopper Railcars having PMRX marks (see Exhibit A for numbers)

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed, please find a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned, along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me.

Thank you,
PROGRESS RAIL SERVICES CORPORATION

Brandy Plunkett
Brandy Plunkett, CP
Certified Paralegal
(256) 505-6752

Plunkett.Brandy@cat.com

1600 Progress Drive • P.O. Box 1037 • Albertville, AL 35950 • 256-593-1260 • Fax 256-593-1249

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 1st day of July, 2011, by and between Progress Rail Leasing Corporation (the "Lessor"), a Delaware corporation, and Orlando Utilities Commission ("Lessee"), a Florida municipal company

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease") dated as of July 1, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to said Lease, as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers, duly authorized as of the date and year first above written

LESSOR:

PROGRESS RAIL LEASING CORPORATION

By 

J Duane Cantrell, its Senior Vice President

ATTEST

By 

Doug Creech, Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Brandy Plunkett, a Notary Public of the County and State aforesaid certify that J Duane Cantrell, as Senior Vice President of Progress Rail Leasing Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal this 15 day of September, 2011

Brandy Plunkett
Notary Public
My commission expires 10-10-12

LESSEE:

ORLANDO UTILITIES COMMISSION

By [Signature]
Name Kenneth P. Ksionek
Its CEO & General Manager

ATTEST

By [Signature]
Name William C. Browder
Its Assistant Secretary

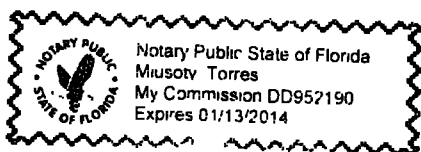
STATE OF Florida

COUNTY OF Orange

I, Miusoty Torres, a Notary Public of the County and State aforesaid, certify that Kenneth P. Ksionek, as CEO & General Manager of Orlando Utilities Commission personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal this 23rd day of September, 2011

Miusoty Torres
Notary Public
My commission expires 1/13/2014



Approved as to form and legality
by Legal Department
DATE: 9-22-11 BY: W.M.

EXHIBIT A TO MEMORANDUM OF LEASE

Number of Cars One Hundred Ten (110)

Description of Cars 263,000 Gross Rail Load Aluminum Rapid Discharge Coal Hopper Railcars

Car Numbers

1	PMRX	86002	38	PMRX	86071	75	PMRX	86127
2	PMRX	86005	39	PMRX	86072	76	PMRX	86130
3	PMRX	86007	40	PMRX	86073	77	PMRX	86131
4	PMRX	86008	41	PMRX	86074	78	PMRX	86132
5	PMRX	86009	42	PMRX	86075	79	PMRX	86133
6	PMRX	86011	43	PMRX	86076	80	PMRX	86134
7	PMRX	86013	44	PMRX	86078	81	PMRX	86136
8	PMRX	86014	45	PMRX	86079	82	PMRX	86138
9	PMRX	86016	46	PMRX	86080	83	PMRX	86142
10	PMRX	86018	47	PMRX	86081	84	PMRX	86146
11	PMRX	86019	48	PMRX	86082	85	PMRX	86147
12	PMRX	86020	49	PMRX	86083	86	PMRX	86149
13	PMRX	86021	50	PMRX	86084	87	PMRX	86150
14	PMRX	86022	51	PMRX	86087	88	PMRX	86151
15	PMRX	86025	52	PMRX	86090	89	PMRX	86152
16	PMRX	86026	53	PMRX	86093	90	PMRX	86154
17	PMRX	86027	54	PMRX	86094	91	PMRX	86157
18	PMRX	86028	55	PMRX	86095	92	PMRX	86160
19	PMRX	86029	56	PMRX	86096	93	PMRX	86161
20	PMRX	86030	57	PMRX	86097	94	PMRX	86163
21	PMRX	86034	58	PMRX	86098	95	PMRX	86165
22	PMRX	86035	59	PMRX	86100	96	PMRX	86166
23	PMRX	86037	60	PMRX	86102	97	PMRX	86168
24	PMRX	86039	61	PMRX	86103	98	PMRX	86169
25	PMRX	86042	62	PMRX	86104	99	PMRX	86171
26	PMRX	86048	63	PMRX	86105	100	PMRX	86173
27	PMRX	86049	64	PMRX	86109	101	PMRX	86175
28	PMRX	86053	65	PMRX	86110	102	PMRX	86179
29	PMRX	86054	66	PMRX	86111	103	PMRX	86182
30	PMRX	86056	67	PMRX	86115	104	PMRX	86184
31	PMRX	86059	68	PMRX	86117	105	PMRX	86185
32	PMRX	86060	69	PMRX	86118	106	PMRX	86187
33	PMRX	86062	70	PMRX	86119	107	PMRX	86188
34	PMRX	86064	71	PMRX	86121	108	PMRX	86190
35	PMRX	86065	72	PMRX	86122	109	PMRX	86192
36	PMRX	86067	73	PMRX	86123	110	PMRX	86193
37	PMRX	86070	74	PMRX	86125			